

RECORDATION NO. **18835-F** FILE

AUG 04 '04 11-24 AM

SURFACE TRANSPORTATION BOARD

Prestage Farms
PO Box 438
Clinton, NC 28328

July 29, 2004

Mr. Vernon Williams
Recordations Section
1925 K St NW
Washington, DC 20423



Dear Mr. Williams:

I have enclosed an original and one copy of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

These documents are memoranda of termination of railcar lease agreements, secondary documents dated April 2, 2004.

The primary documents connected are recorded under recordation numbers 18835, 18835A, 18835B, 18835C, 18835D, and 18835E. Recordation numbers 18835 and 18835B are the two primary documents. Recordation 18835B is the assignment of lessor's interest in the leases from Southern Illinois Railcar to The First National Bank of Maryland (subsequently M&T Bank). This occurred when the bank purchased the cars from Southern Illinois Railcar. Recordations 18835C, 18835D, and 18835E all have to do with the substitution of various railcars into and out of the pool of cars being leased.

The names and addresses of the parties to the documents are as follow:

Lessor:

M&T Bank Commercial Leasing formerly The First National Bank of Maryland
25 So. Charles St. 18th Floor
Baltimore, MD 21201

Lessees:

Prestage Farms
PO Box 438
Clinton, NC 28328

Murphy-Brown, LLC successor-in-interest to Carroll's Foods
2822 Hwy 24 West
Warsaw, NC 28398

A description of the equipment covered by the documents is included in the two enclosed documents, TERMINATION OF RAILCAR LEASE AGREEMENTS 2nd and 3rd ADDITIONAL TRAINS.

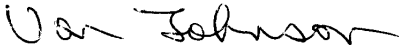
A fee of \$60 is enclosed. Please return the original documents to
Prestage Farms
PO Box 438
Clinton, NC 28329
Attn: Von Johnson.

A short summary of the two documents appearing in the index follows:

Secondary document, MEMORANDUM OF TERMINATION OF RAILCAR LEASE AGREEMENT (2nd Additional Train) terminates the lease for the 2nd additional train and affects recordation numbers 18835 (original lease recordation for the 2nd additional train), 18835B (assignment of both trains to bank), 18835C (substitution of cars in 2nd train), and 18835E (substitution of cars in both trains). A list of equipment for the 2nd additional train is included in the memorandum.

Secondary document, MEMORANDUM OF TERMINATION OF RAILCAR LEASE AGREEMENT (3rd Additional Train) terminates the lease for the 3rd additional train and affects recordation numbers 18835A (original lease recordation for the 3rd additional train), 18835B (assignment of both trains to bank), 18835D (substitution of cars in 3rd train), and 18835E (substitution of cars in both trains). A list of equipment for the 3rd additional train is included in the memorandum.

Very truly yours,

A handwritten signature in black ink, appearing to read "Von Johnson", written in a cursive style.

Von Johnson
Prestage Farms

RECORDATION NO.

18835-F

FILED

MEMORANDUM OF
TERMINATION OF RAILCAR LEASE AGREEMENT
(2nd Additional Train)

AUG 04 '04

11-24 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF RAILCAR LEASE AGREEMENT (this "Memorandum") dated as of April 2, 2004 is among M&T CREDIT CORPORATION, successor-in-interest to Manufacturers and Traders Trust Company, successor-in-interest to Allfirst Bank (formerly known as The First National Bank of Maryland) (the "Lessor") and PRESTAGE FARMS INC. and MURPHY-BROWN, LLC (successor-in-interest to Carroll's Foods Inc.), as lessees (collectively, "Lessees").

A. Pursuant to the Railcar Lease Agreement (2nd Additional Train) dated as of October 22, 1993 among Lessor, as successor lessor, and Lessees, as lessees, Lessor leased to Lessees sixty-six (66) 4600-4750 cubic foot capacity covered hopper railcars more specifically described in Exhibit A attached hereto and made a part hereof (the "Lease").

B. The Lease was recorded with the Interstate Commerce Commission on June 7, 1994 under Recordation No. 18835.

C. The Lessor and Lessees terminated the Lease pursuant to a Letter Agreement among the Lessor and Lessees dated the even date herewith (the "Letter Agreement").

D. This Memorandum shall be recorded with the Surface Transportation Board so as to record the termination of the Lease pursuant to the Letter Agreement.

E. This Memorandum may be executed in any number of counterparts, all of which when taken together shall constitute one agreement.


[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WITNESS:

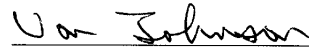
M&T CREDIT CORPORATION,
as successor Lessor

By: _____


Mohannad F. Jishi
Vice President

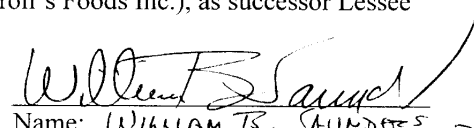
PRESTAGE FARMS INC.,
as Lessee

By: _____


Name: Van Johnson
Title: Director of Purchasing

MURPHY-BROWN, LLC (successor-in-interest to
Carroll's Foods Inc.), as successor Lessee

By: _____


Name: William T. Saunders
Title: Director of Ingredient Procurement

STATE OF MARYLAND)

County Harford) SS:
CITY OF BALTIMORE)

On this 23rd day of July, 2004, before me, a Notary Public of the County ~~City~~ and State aforesaid, personally Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is a Vice President of M&T CREDIT CORPORATION, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Suzanne S. Veader
Notary Public /

My commission expires: 9/21/2004

STATE OF North Carolina, COUNTY/CITY OF Sampson Co.

On this 27th day of July, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared Don Johnson, to me personally known, who being by me duly sworn, says that s/he is the duly authorized Director of Purchasing of PRESTAGE FARMS INC., that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

Bob S. Poze
Notary Public

My commission expires: 12/18/06

STATE OF North Carolina, COUNTY/CITY OF Sampson Co.

On this 27th day of July, 2004, before me, a Notary Public of the County/City and State aforesaid, personally appeared William Saunders to me personally known, who being by me duly sworn, says that s/he is the duly authorized Director of Ingredient Procurement of MURPHY-BROWN, LLC (successor-in-interest to Carroll's Foods Inc.), that said instrument was signed and sealed on behalf of said corporation by authority of its directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal.

Bobby S. Rose
Notary Public

My commission expires: 12/18/06

Exhibit A

DESCRIPTION OF RAILCARS

Sixty-six (66) 4600-4750 cubic foot capacity covered hopper railcars bearing the following car marks and numbers:

SIRX	53624	SIRX	465018
SIRX	53630	SIRX	465019
SIRX	49135	SIRX	465027
SIRX	49244	SIRX	470000
SIRX	460001	SIRX	470004
SIRX	465013	SIRX	460000
SIRX	465026	SIRX	460006
SIRX	470002	SIRX	460012
SIRX	470005	SIRX	465008
SIRX	475017	SIRX	465012
SIRX	475018	SIRX	465020
SIRX	475019	SIRX	465003
SIRX	460014	SIRX	476347
SIRX	460193	SIRX	460002
SIRX	460194	SIRX	460003
SIRX	470100	SIRX	460007
SIRX	21009	SIRX	460013
SIRX	21014	SIRX	465006
SIRX	21018	SIRX	465007
SIRX	480000	SIRX	465009
SIRX	53651	SIRX	465010
SIRX	53646	SIRX	465017
SIRX	460004	SIRX	465024
SIRX	460005	SIRX	465025
SIRX	460010	SIRX	472504
SIRX	53652	SIRX	460008
SIRX	460009	SIRX	465001
SIRX	465000	SIRX	465023
SIRX	465005	SIRX	465002
SIRX	465014	SIRX	465004
SIRX	460011	SIRX	465011
SIRX	465002	SIRX	465015
SIRX	465016	SIRX	465021